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RECORDATION NO. 21158-A#B

FILED

JAN 6 '98


1-10PM

OF COUNSEL
URBAN A. LESTER

JAN 6 1 08 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

January 6, 1998

 Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 21158- FILED

JAN 6 '98

1-10PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Full Service Lease Agreement, dated February 28, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: Memorandum of Lease Assignment, Management and Escrow Agreement, dated December 23, 1997 and Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of December 29, 1997.

The names and addresses of the parties to the enclosed documents are:

Full Service Lease Agreement

Lessor: The Andersons
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Luzenac America
2150 Beach Blvd.
Three Forks, Montana 59752

Vernon A. Williams
January 6, 1998
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Memorandum of Lease Assignment, Management
and Escrow Agreement

Assignee: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Illinois 43537

Memorandum of Asset Purchase, Assignment
and Assumption Agreement

B → Assignee: Star Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A		
LUZENAC AMERICA #199701-LUZRI		
1	BAEX	179
2	BAEX	182
3	BAEX	210
4	BAEX	229
5	BAEX	235
6	BAEX	243

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04/29/97

MEMORANDUM OF ASSET PURCHASE,
ASSIGNMENT AND ASSUMPTION AGREEMENT

JAN 6 '98

1-10PM

Memorandum of Asset Purchase, Assignment and Assumption Agreement made and entered into as of December 29, 1997 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

WITNESSETH:

1. Vaughn, as Assignee, has entered into that certain Lease Assignment, Management and Escrow Agreement ("Lease Assignment") dated as of December 23, 1997, with The Andersons, Inc., as Assignor, with respect to the railroad equipment set forth on Exhibit A attached hereto.
2. Vaughn has agreed to sell and assign to Star and Star as agreed to accept from Vaughn the Lease Assignment and the railroad equipment subject to that Lease Assignment.
3. This Memorandum of Asset Purchase, Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

STAR BANK, NATIONAL ASSOCIATION

By: 

Title: Vice President

THE VAUGHN GROUP, LTD.

By: 

John V. Handelsman
Title: President and CEO

STATE OF Ohio)
COUNTY OF Butler) SS

On this 5th day of January, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he/she is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Kathy J. Voegele
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF Ohio)
COUNTY OF Hamilton) SS

On this 29 day of December, 1997 before me personally appeared Kim Trombetta, to me personally known, who being duly sworn, says that he/she is the Vice President of Star Bank, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Chang K. Cho
Notary Public, State of Ohio
My Commission Expires February 1, 1998

Chang K. Cho
Notary Public

My commission expires:

EXHIBIT A		
LUZENAC AMERICA #159 OF LUZKE		
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